Copy

LAST WILL AND TESTAMENT

OF

ELLA SYKES BENZ

FILED
2013 MAY 22 AM 10:30
RICHARD R. ROPER, SECRETARY

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2013 MAY 22
RICHARD R. ROPER

I, ELLA SYKES BENZ, of the City of Valrico, County of Hillsborough, State of Florida, declare this to be my Last Will and Testament. I revoke all wills and codicils previously made by me.

ARTICLE I

All estate, inheritance and other death taxes, state, federal and foreign (including any interest and penalties on such taxes), becoming payable because of my death with respect to any property or interest in property which is required to be included in my gross estate for such tax purposes, whether such taxes be payable by my estate or by a recipient of such property or interest, shall be paid out of my residuary estate. It is provided, however, that if my residuary estate is insufficient to pay such estate, inheritance and other death taxes, then the excess of such taxes shall be paid out of my revocable trust (which is more fully described below) pursuant to the provisions for payment of such taxes contained in the trust agreement. I direct that no part of such taxes be recovered from, paid by or apportioned between or among the recipients of, or those interested in, any such property (other than my revocable trust).

E.S.B.

ARTICLE II

(a) I give and bequeath my books, clothing, jewelry, automobiles, boats, sporting equipment, silver, china, glassware, objects of art, other household goods and furnishings and all other similar personal effects to my husband, WILBERT H. BENZ, if he survives me, for his use and benefit during his lifetime, and after his death, then to those of my children, WILLIAM NELSON III, JOSEPHINE NELSON OSBORN, GILLESPIE SYKES NELSON and PAULINE NELSON WATKIN, who are then living, to be divided among them as equally as is practical, taking into consideration their personal preferences. If my said husband dies before me, then I give and bequeath such property to those of my said children who survive me, to be divided among them as equally as is practical, taking into consideration their personal preferences. It is provided, however, that if at my death there is in existence a separate writing executed by me in which I direct the distribution of any items of my tangible personal property upon my death, then the provisions of such separate writing shall take precedence over the provisions of this Article with respect to all items described therein.

(b) Any costs reasonably required to deliver such items to the beneficiaries entitled to receive them shall be paid from my residuary estate.

BILL GARRETT, Davidson County
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ARTICLE III

I give, devise and bequeath all the rest, residue and remainder of my estate of every kind and character, real, personal and mixed, tangible and intangible, wherever situate, including any property over which I shall have power of disposition or appointment (except that if I have a power of appointment under the Will of my husband, WILBERT H. BENZ, or any trust created by him, I intend not to exercise such power), to the then Trustee or Trustees of that certain trust known as the ELLA SYKES BENZ REVOCABLE TRUST, created by an agreement dated the 19th day of May, 1993, between myself, as Grantor, and myself, as Trustee, to be administered pursuant to the provisions of such trust agreement and any amendments to it.

ARTICLE IV

(a) I appoint my husband, WILBERT H. BENZ, as my Personal Representative. If WILBERT H. BENZ should predecease me or fail to qualify or, having qualified, should die, resign or otherwise cease to act as Personal Representative, then I appoint my son, WILLIAM NELSON III, as successor Personal Representative. If WILLIAM NELSON III should predecease me or fail to qualify or, having qualified, should die, resign or otherwise cease to act as Personal Representative, then I appoint my son, GILLESPIE SYKES NELSON, as successor Personal Representative. If GILLESPIE SYKES NELSON should predecease me or fail to qualify or, having qualified, should die, resign or otherwise cease to act as Personal Representative, then I appoint my daughter, JOSEPHINE NELSON OSBORN, as successor Personal Representative. If JOSEPHINE NELSON OSBORN should predecease me or fail to qualify or, having qualified, should die, resign or otherwise cease to act as Personal Representative, then I appoint my daughter, PAULINE NELSON WATKIN, as successor Personal Representative.

E.S.B.

(b) I direct that no bond be required of my Personal Representatives in any jurisdiction for the faithful performance of any duties as such.

ARTICLE V

I give my Personal Representatives and their successors the following powers in the administration of my estate:

(a) The power to retain and hold, for such period as they shall determine, any property, real or personal, in the form of investment received by them, without liability for so doing and without regard to the quality or quantity thereof or the principles of diversification.

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(b) The power to sell, lease, pledge, mortgage, transfer, exchange, convert or otherwise dispose of or grant options with respect to any property, real or personal, at any time forming a part of my estate, upon such terms, credits and conditions as they may deem advisable and for any purpose, without obtaining license or confirmation of any court to do so.

(c) The power to continue and to operate any business or interest therein I may own at the time of my death for such time as they shall deem advisable; to engage in any other business; to become or remain a partner, general or limited, in any business; to incorporate any business and hold the stock thereof as an investment; and to provide capital for and employ agents to manage and operate any business without liability for the acts of any such agent or for any loss, liability or indebtedness resulting from the operation thereof if the management is selected with reasonable care.

(d) The power to invest and reinvest the property of the estate in any stocks, bonds, notes or other securities, or in any variety of real or personal property, including interests in investment trusts and common trust funds, without liability for so doing and without regard to whether the same would ordinarily be considered suitable as estate investments; and to change the form of any and all investments without obtaining approval from any court.

(e) The power to make any elections or exercise any options given to them under the Internal Revenue Code of 1986 (as amended) and any regulations promulgated thereunder to the extent that any such election in their judgment shall result in the overall reduction of the aggregate income and death taxes payable by my estate and the beneficiaries of my estate. I specifically authorize my Personal Representatives

(1) to elect any alternative valuation date allowed for federal estate tax purposes;

(2) to elect to claim the expenses of administration of my estate as federal income tax deductions; and

(3) to elect to have a life interest in property treated as qualified terminable interest property under Section 2056(b)(7) of the Internal Revenue Code of 1986, as it may be amended.

All of the provisions of this Will shall be applied in accordance with any election made under this paragraph. No compensating adjustments shall be made as between income and principal or between any beneficiaries or their shares because of results which might be obtained were any such elections made or not made or any such options exercised or not exercised.

(f) The power to compromise, settle, arbitrate or defend any claim or demand in favor of or against my estate; to enforce any bonds, mortgages or other obligations or liens held by my estate; and to enter into such contracts and agreements and to make such compromises or settlements of debts, claims or controversies as they may deem necessary or advisable.

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(g) The power to make distributions in cash, in kind or in any combination. Distributive shares may be composed of different types of property.

(h) Any other powers now or hereafter granted them by Florida law.

ARTICLE VI

If my husband, WILBERT H. BENZ, and I should die simultaneously or under circumstances which make it difficult to determine which of us died first, my said husband shall be deemed to have survived me, and the provisions of this Will shall be construed upon that assumption.

IN WITNESS WHEREOF, I have signed this, my Last Will and Testament, on the 19th day of May, 1993.

Ella Sykes Benz
Ella Sykes Benz

This instrument was signed by ELLA SYKES BENZ as her Last Will and Testament in the presence of the following witnesses, each of whom has signed it in her presence and in the presence of each other on the 19th day of May, 1993.

Name: [signature] Address: Tampa, Florida

Name: [signature] Address: Tampa, Florida

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

We, ELLA SYKES BENZ, E. JACKSON BOGGS and KENT D. SCHENKEL, the testatrix and the witnesses respectively, whose names are signed to the attached or foregoing instrument, having been sworn, declared to the undersigned officer that the testatrix in the presence of the witnesses signed the instrument as her last Will, and that each of the witnesses, in the presence of the testatrix and in the presence of each other, signed the Will as a witness.

Ella Sykes Benz
Ella Sykes Benz

E Jackson Boggs
Witness

Witness

Subscribed and sworn to before me by ELLA SYKES BENZ, the testatrix, and by E. JACKSON BOGGS and KENT D. SCHENKEL, the witnesses, on the 19 day of MAY, 19 93.

Linda M. Werner
Notary Public

Notary Seal

My Commission expires:

kds/will/099

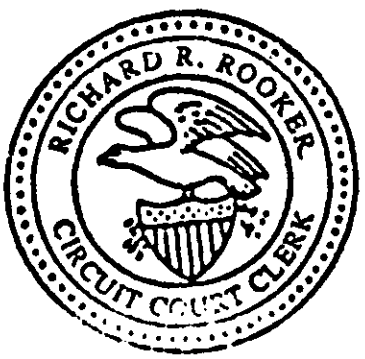
OFFICIAL SEAL
LINDA M. WERNER
My Commission Expires
Feb. 20, 1996
Comm. No. CC 257143

STATE OF TENNESSEE

I, **RICHARD R. ROOKER,** Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the LAST WILL AND TESTAMENT heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 22 day of MAY , 2013 , in Case Number 13P889 between NELSON III., WILLIAM Petitioner, and BENZ, ELLA SYKES Respondent, as same remains in the records of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 28 day of MAY 2013

RICHARD R. ROOKER, Clerk,

SEAL 

By _____
Deputy Clerk